



JOHN DEERE

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Benjamin L. Randall
Senior Counsel

08 May 2017

Via Email and US Mail

Mr. G. Allen Walsh, Esq.
601 Napoleon St.
Baton Rouge, LA 70802

Re: Richland Equipment Co. Inc.

Dear Mr. Walsh:

Your 28 March 2017 letter to Matt Weinheimer, Division Sales Manager for John Deere, was forwarded to me for review and response. I am in-house counsel for John Deere.

As you should know, for quite some time John Deere and Richland have been addressing Richland's failure to maintain adequate sales in the counties and parishes comprising Richland's Area of Responsibility ("AOR"). It was hoped that the process would allow Richland to attain the desired market share in its AOR. These efforts were made pursuant to a settlement agreement dated 13 October 2011 but were unsuccessful and ultimately resulted in the 1 February 2017 termination letter.

After receiving your letter John Deere reviewed the relevant portions of its file for Richland, as well as each of Richland's sales of market share eligible John Deere equipment for the past three years, sales by other dealers into counties and parishes in Richland's AOR, and Richland's current market share versus that of other John Deere dealers in the State of Mississippi. John Deere believes that analysis confirms good cause exists for its decision and therefore stands by its decision to terminate as outlined in the 1 February termination letter. John Deere will proceed with the termination of Richland's dealer agreement effective 2 August 2017.

I respectfully encourage you to review the sales and market share data and to familiarize yourself with the parties' 13 October 2011 Settlement Agreement and John Deere's pricing structure before your client elects to pursue legal action in this matter as I believe Richland's claims are misguided.

Please direct all future correspondence on this matter to my attention. I welcome the opportunity to discuss this matter further with you.

Sincerely,

Benjamin L. Randall

BLR/teh

cc: Matthew A. Weinheimer

